

NYTEX ENERGY HOLDINGS, INC. COMPENSATION COMMITTEE CHARTER

Introduction

This charter governs the operations of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of NYTEX Energy Holdings, Inc. (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.nytexenergyholdings.com.

Membership of Committee

The Committee shall be composed of such number of directors appointed by the Board, each of whom shall (a) satisfy the applicable independence requirements of The Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission, subject to the phase-in rules that may be applicable, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

The Committee shall be appointed by the Board, upon recommendation of the Corporate Governance and Nominating Committee of the Board, if one exists. The chairperson of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

Meetings and Consultants

The Committee shall meet as often as it shall determine, but not less frequently than annually. The Committee shall have the authority to select, retain and terminate any compensation consultants, outside legal counsel and other advisors ("Consultants") as it deems necessary or appropriate in its sole discretion. The Committee may invite Consultants, as well as any officer, director or employee of the Company, to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

Purposes of the Committee

The Committee shall discharge the overall responsibility of the Board relating to executive and director compensation, produce an annual compensation report for inclusion in the Company's proxy statement and perform any other tasks that the Board may prescribe from time to time or as required by applicable laws, rules or regulations. All powers of the Committee are subject to the Company's certificate of incorporation, by-laws and applicable law.

- To review and discuss annually with management our "Compensation Discussion and Analysis" disclosure required by the Securities and Exchange Commission rules; and
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

Adopted April 29, 2011